

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	Re: Docket No. 8483 and 6/27/05 Agenda Item <u>3</u>

**ORDER APPROVING A SETTLEMENT, COMPROMISE, AND RELEASE
AGREEMENT WITH CYTEC INDUSTRIES, INC., WYETH HOLDINGS
CORPORATION, AND WYETH, REQUIRING ESTABLISHMENT OF A
CERTAIN TRUST AND AUTHORIZING ACTIONS THEREUNDER**

Upon the motion (the "Motion")² of the Debtors for the entry of an Order approving the Settlement, Compromise, and Release Agreement (the "Settlement Agreement"), requiring the establishment of a certain trust pursuant to a trust agreement (the "Trust Agreement"), and authorizing actions thereunder; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. 157(b)(2); and it appearing that venue of this proceeding and this Motion

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace IVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermecco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), H&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

is proper in this district pursuant to 28 U.S.C. 1408 and 1409; and due and proper notice of the Motion having been given; and after due deliberation and it appearing that sufficient cause exists for granting the requested relief and that the relief requested under the Motion is in the best interests of the Settling Debtors' estates and creditors;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Settlement Agreement is hereby approved. The Settling Debtors are authorized to execute and deliver any documents or other instruments or take any actions that may be reasonably necessary to consummate the transaction and resolutions contemplated thereunder.
3. The establishment of a trust pursuant to a trust agreement in the form of the Trust Agreement is hereby ordered. The Settling Debtors are authorized to execute and deliver any documents or other instruments or take any actions that may be reasonably necessary to consummate the transaction and resolutions contemplated thereunder.
4. This Court retains jurisdiction to determine all matters arising from or relating to this Order.

Dated: June 27, 2005

Judith K. Fitzgerald
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The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge